57TH ANNUAL
Corporate Counsel Institute

September 27–28, 2018
Chicago, Illinois

Northwestern
PRITZKER SCHOOL OF LAW
Professional and Continuing Legal Education

Register at:
www.law.northwestern.edu/cci
Thursday, September 27, 2018

7:30–8:30 a.m. | Optional Breakfast Roundtable: Demystifying Cryptocurrency and Blockchain
Presented by Charles River Associates
(Sponsored event – Separate registration required)
Blockchain and cryptocurrencies have been widely recognized as promising technologies that will re-imagine our future. This session will address:
• Key business/legal overview of cryptocurrencies and public/private blockchains
• Critical risks for in-house counsel to help vet and “issue-spot,” including: Risks Posed by Cryptocurrency and Blockchain, Transactional Fraud Risks, Contractual Enforceability Risks, Cybersecurity Risks, Risks to Intellectual Property, and Compliance Risks

7:45 a.m. | Registration and Continental Breakfast

8:45–9 a.m. | Welcome and Overview
Kimberly A. Yuracko, Dean, Judd and Mary Morris Leighton Professor of Law, Northwestern Pritzker School of Law, Chicago
Eric A. Reeves, Institute Chair, Managing Director and Chief Administrative Officer, Duchossois Capital Management, Chicago

9–10:15 a.m. | Lawyers as Leaders: Embracing Generational Diversity
People are living longer, working longer, and changing jobs more frequently than in any other time in our history. The accelerated pace of change, the equal parts connecting and isolating Internet, and the presence of four generations further add to the complexity of the workplace. Learn how to navigate this new world of work in which the GC’s role as leader is even more crucial.
SPEAKER
Christopher P. DeSantis, Principal, CPDeSantis.com, Chicago

10:15–10:30 a.m. | Networking Break

10:30 a.m.–12 p.m. | ESG: Putting Theory into Practice
MODERATOR
Yves Denizé, Senior Managing Director and Division General Counsel, Nuveen, New York City
PANELISTS
Suzanne S. Bettman, Chief Administrative Officer and General Counsel, LSC Communications, Inc., Chicago
Jon Hale, Global Head of Sustainability Research, Morningstar, Inc., Chicago
Amy Muska O’Brien, Managing Director, Head of Responsible Investment, Nuveen, New York City
James M. Shea Jr., Sullivan & Cromwell LLP, New York City
William Ultan, Managing Director, Corporate Governance Consulting Group, Morrow Sodali LLC, Stamford, CT

12:05–12:35 p.m. | Technology Teaching Moment: Data For Good
Information-driven innovation is improving quality of life and growing the economy. In this session, learn how you can enable your legal operators to use your data to find efficiencies, reduce risk, pursue your mission, and deliver value to your client.
SPEAKER
Tim Day, SVP, Chamber Technology Engagement Center, U.S. Chamber of Commerce, Washington, DC

12:35–1:35 p.m. | Lunch
Sponsored by Houlihan Lokey
7:45–8:45 a.m. | Optional Breakfast Roundtable: The Law Department as a Business Enabler
Presented by Morae Global
(Sponsored event – Separate registration required)
Take a practical look at the Corporate Law Department's mission to Protect and Enable, with a focus on the Enable part of the mission. To become a business enabler, law departments need:
• The Right People: How can law departments promote employee engagement?
• The Right Process: How can law departments better align with enterprise objectives?
• The Right Systems: How are law departments leveraging technology to enable the right processes and service levels?

MODERATOR
Chuki Obiyo, Director, Morae Global, Chicago
PANELISTS
Megan Agnew, Senior Counsel M&A and Transactions, Conagra
Dennis Kennedy, Former Vice President and Senior Counsel, MasterCard
Heidi Rudolph, Managing Director of Compliance Practice, Morae Global

2:35–2:50 p.m. | Networking Break
2:50–4:20 p.m. | The New Age Of Sexual Harassment, Pay Equity, and Gender Discrimination Claims
• Reporting #MeToo and other discrimination claims to the board, dealing with publicity, and the murky world of defamation claims
• Changes in the hiring paradigm being driven by new pay equity rules
• The impact of class action litigation on promotion practices

MODERATOR
Victoria L. Donati, General Counsel, Corporate Secretary, and SVP, Administrative Services, Crate & Barrel Holdings, Inc., Northbrook, IL
PANELISTS
Rachel B. Cowen, McDermott Will & Emery, Chicago
Thomas S. O’Neill, SVP and General Counsel, Exelon Corporation, Chicago
Grace E. Speights, Morgan, Lewis & Bockius LLP, Washington, DC

4:20–4:30 p.m. | Networking Break
4:30–5 p.m. | Technology Teaching Moment: Robotic Process Automation
Robotic Process Automation (RPA) has the potential to dramatically transform many business processes including internal and external financial, regulatory, and compliance audits. Learn what conversations you should be having with your IT professionals about the potential benefits and risks for RPA.

SPEAKER
Todd Marlin, Principal, Ernst & Young LLP, New York City

5–6 p.m. | Reception
Sponsored by Mayer Brown LLP
11:35 a.m.–12:05 p.m. | Technology Teaching Moment: Artificial Intelligence in the Hiring Process

This session will provide an overview of Artificial Intelligence (AI) technology through examples of how it is currently being used in the hiring process. The technology raises some fascinating employment law questions such as whether it can effectively eliminate bias or just shift biases to algorithms used to operate the AI.

**SPEAKER**
Dr. Nathan Mondragon, Chief Industrial and Organizational Psychologist, Hirevue, Erie, CO

12:05–12:25 p.m. | Box Lunch Break

12:25–1:40 p.m. | The Role of Corporate Counsel in Managing Technology and Information Security Risks

- The role of legal in a cyber incident, both pre- and post-attack
- How to prepare for and minimize risks caused by a third party supplier cyber or information security breach
- Legal risks that new technologies such as AI, Cloud, and the Internet of Things pose to the company
- What the board needs to know and how to ensure appropriate information security expertise on the board

**MODERATOR**
Kathleen M. Cronin, Senior Managing Director, General Counsel, and Corporate Secretary, CME Group, Chicago

**PANELISTS**
Michael E. Leiter, Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates, Washington, DC
Andrew Polovin, General Counsel and Corporate Secretary, Uptake Technologies, Inc., Chicago
Deborah Forhan Rimmler, Dentons, Washington, DC

1:45–2:15 p.m. | Technology Teaching Moment: Enterprise Internet of Things and the On-Demand Economy

As evidenced by the growth of Uber, Amazon, and others, one of the most powerful forces reshaping markets is the production and provisioning of products and services ever closer to the point of demand. Critical to this success is the Internet of Things (IoT) used in Enterprise applications. Learn how you can create competitive distance while managing the privacy and legal challenges associated with this emerging data-rich future.

**SPEAKER**
Thomas D. Bianculli, Chief Technology Officer, Zebra Technologies Corporation, Holtsville, NY

2:30–3:30 p.m. | Public Company Breakout Session: When Activists Knock: How Do You Deal with an Uninvited Guest?

- Motivations, processes, and timing mismatches: How the corporate biorhythm creates challenges for dealing with activists
- Role of the GC in an activist encounter
- The wolf pack: Dealing with more than one activist simultaneously
- Living with an activist on your board: Special considerations for the corporate secretary

**MODERATOR**
Walter D. Bay, VP, General Counsel, and Secretary, Arthur J. Gallagher & Co., Chicago

**PANELISTS**
Matthew J. Revord, SVP, Chief Legal Officer, Chief People Officer, and Secretary, Potbelly Corporation, Chicago
Gregory P. Taxin, Managing Director, Spotlight Advisors, LLC, New York City
Monica M. Weed, EVP, General Counsel, and Corporate Secretary, Navigant Consulting, Chicago

Private Company Breakout Session: Current Issues in M&A and Private Equity

- Back to BRICS: Practical tips for cross-border transactions
- What’s happening in the private equity: Current landscape and how it impacts your deals
- Trends in private company transactions

**MODERATOR**
Keith S. Crow, Kirkland & Ellis LLP, Chicago

**PANELISTS**
Christopher G. Athas, VP-General Counsel and Secretary, Amsted Industries, Chicago
John W. Lee, Assistant General Counsel and Assistant Secretary, Follett Corporation, Westchester, IL
Nada Litwin, VP and General Counsel, Kinzie Capital Partners, Chicago

3:30 p.m. | Program Concludes

2:15–2:30 p.m. | Networking Break
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